

**CORESTATE CAPITAL HOLDING S.A.**

4, rue Jean Monnet, L-2180 Luxembourg, Grand-Duché du Luxembourg  
Luxembourg RCS : B199780

Luxembourg, 27 June 2023

**CONVENING NOTICE TO THE RECONVENED EXTRAORDINARY GENERAL MEETING OF THE  
SHAREHOLDERS**

Dear Shareholders,

An extraordinary general meeting of the shareholders of Corestate Capital Holding S.A. (the **Company**) was initially convened for 15 June 2023, at 10:00 a.m. CEST (the **First Meeting**). At the First Meeting, less than one half (1/2) of the share capital of the Company was represented. Thus, the First Meeting did not meet the requirements of article 10.2 of the articles of association of the Company (the **Articles**) and article 450-3(2) of the Luxembourg law of 10 August 1915 on commercial companies, as amended. Thus, the First Meeting could not validly deliberate on all the proposed matters on its agenda.

Therefore, the management board (the **Management Board**) and the supervisory board (the **Supervisory Board**) of the Company, in accordance with article 10.2 of the Articles, hereby reconvene all shareholders to the extraordinary general meeting of the shareholders of the Company (the **Meeting**), which will be held:

on 14 July 2023,  
at 10:00 a.m. CEST,  
at Novotel Luxembourg Kirchberg,  
6 Rue du Fort Niedergruenewald, L-2226 Luxembourg, Grand Duchy of Luxembourg,

Proxy Forms (as defined below) or Correspondence Voting Forms (as defined below) submitted for the First Meeting will be automatically counted at the Meeting, as long as the relevant shareholder is still eligible to vote at the Meeting and produces to the Company a Record Date Attestation (as defined below) and has not validly submitted another Proxy Form or Correspondence Voting Form, as applicable, for the Meeting in accordance with the instructions set out below. If the number of shares held by the shareholder has decreased, votes will only be counted for the amount held on the Record Date (as defined below).

If a shareholder submitted a Proxy Form or Correspondence Voting Form, as applicable, for the First Meeting and such shareholder wishes to change its vote, the relevant shareholder may cast a new vote in accordance with the instructions below. The latest Proxy Form or Correspondence Voting Form, as applicable, submitted by a shareholder to the Company shall prevail.

The shareholders can ask questions, subject to certain time limits set out herein (please refer to Section VIII below). The Company will answer duly submitted questions at the Meeting.

**I. Quorum and majority requirements**

The Meeting, being reconvened with the same agenda as the First Meeting, due to a lack of a quorum of representation of at least one half (1/2) of the share capital of the Company at the First Meeting, will deliberate and resolve validly, regardless of the capital represented.

The agenda items are adopted by a simple majority of the votes expressed by the shareholders duly present or represented, except with regard to (i) the matters referred under items 03 and 04 of the below agenda, for which a majority of at least two thirds of the votes expressed by the shareholders duly present or represented shall apply, and (ii) the matter referred under item 08 of the below agenda, for which a majority exceeding 75% of the votes expressed by the shareholders duly present or represented shall apply.

## **II. Agenda**

The Meeting will consider and vote on the agenda items of the First Meeting as reproduced here below:

- 01 ACKNOWLEDGMENT OF THE REPORT OF THE MANAGEMENT BOARD PREPARED IN ACCORDANCE WITH ARTICLE 420-26(5) OF THE LUXEMBOURG LAW DATED 10 AUGUST 1915 ON COMMERCIAL COMPANIES, AS AMENDED (THE COMPANIES ACT), RELATING TO THE WITHDRAWAL OF THE STATUTORY PREFERENTIAL SUBSCRIPTION RIGHTS OF THE SHAREHOLDERS OF THE COMPANY IN RELATION TO THE INCREASE OF THE SHARE CAPITAL OF THE COMPANY REFERRED TO UNDER ITEM 03 BELOW**

The Management Board and the Supervisory Board propose that the Meeting acknowledges the report of the Management Board prepared in accordance with article 420-26(5) of the Companies Act, relating to the withdrawal of the statutory preferential subscription rights of the shareholders of the Company in relation to the increase of the share capital of the Company referred to under item 03 below (the **420-26(5) Report**).

The 420-26(5) Report is available on the homepage at [www.corestate-capital.com](http://www.corestate-capital.com) under "Shareholders" and "General Meeting".

- 02 WITHDRAWAL OF THE STATUTORY PREFERENTIAL SUBSCRIPTION RIGHTS OF THE EXISTING SHAREHOLDERS OF THE COMPANY IN CONNECTION WITH THE CAPITAL INCREASE REFERRED TO UNDER ITEM 03 BELOW**

The Management Board and the Supervisory Board propose that the Meeting approves the withdrawal of the statutory preferential subscription rights of the existing shareholders of the Company in connection with the increase of the share capital of the Company referred to under item 03 below.

- 03 RESTRUCTURING OF THE SHARE CAPITAL OF THE COMPANY CONSISTING OF A REDUCTION OF THE ISSUED SHARE CAPITAL OF THE COMPANY FOLLOWED BY A SUBSEQUENT INCREASE OF THE ISSUED SHARE CAPITAL OF THE COMPANY, SUBJECT TO THE SATISFACTION OF A CONDITION PRECEDENT**

The Management Board and the Supervisory Board propose that the Meeting approves, subject to and effective as of the satisfaction of the Condition Precedent (as defined below):

- (i) the reduction of the issued share capital of the Company by an amount of EUR 2,558,497.50 in order to bring it from its current amount of EUR 2,564,671.50 to EUR 6,174.00 without cancellation of shares or reimbursement to the shareholders of the Company (the **Capital Reduction**); and

- (ii) immediately following and subject to the Capital Reduction, the subsequent increase of the issued share capital of the Company by an amount of EUR 23,826.00 in order to bring it to an amount of EUR 30,000 by the issue of a total amount of 131,963,836 shares (the **New Shares**), without nominal value, for a total subscription price of EUR 23,826.00 (the **Subscription Price**) and the subscription of the New Shares and payment of the Subscription Price by way of contributions in cash by the subscribers of such shares as confirmed by the Management Board in accordance with the 420-26(5) Report (the **Capital Increase**, and together with the Capital Reduction, the **Capital Measures**).

The Management Board and the Supervisory Board propose that the Meeting approves that the Capital Measures shall be conditional to and effective as of the approval by the meetings of the noteholders of the € 200,000,000 1.375% convertible notes originally due 28 November 2022 issued by the Company and as amended from time to time (the **2022 Notes**) and the € 300,000,000 3.50% notes originally due 15 April 2023 issued by the Company and as amended from time to time (the **2023 Notes**), that will be held on or around 21 June 2023, of, *inter alia*, the write-down of the 2022 Notes and the 2023 Notes to an aggregate amount of EUR 100,000,000, the write-off of 50 per cent. of all interest accrued on the 2022 Notes and the 2023 Notes, the increase of the aggregate principal amount of the reinstated senior notes by an amount corresponding to 50 per cent. of all interest accrued on the 2022 Notes and the 2023 Notes, as well as the comprehensive amendment of the respective terms and conditions of the 2022 Notes and the 2023 Notes and collateralisation of the 2022 Notes and the 2023 Notes (the **Condition Precedent**). The satisfaction of the Condition Precedent, the identity of the subscribers and the number of New Shares subscribed by each of the subscribers shall be confirmed by a certificate to be issued by the Management Board. Following the satisfaction of the Condition Precedent, the realisation of the Capital Measures shall be acknowledged pursuant to a notarial deed (the **Acknowledgment Deed**), which records the subscription and payment of the New Shares by the relevant subscribers. The Capital Measures shall be effective as of the date of the Acknowledgement Deed.

If and to the extent approved and subject to the satisfaction of the Condition Precedent, a Luxembourg notary shall enact in the Acknowledgment Deed the amendment of article 5.1 of the Articles, which shall read as follows:

***“5.1 Outstanding share capital***

*The share capital of the Company is set at thirty thousand Euros (EUR 30,000) represented by one hundred sixty-six million one hundred fifty-nine thousand four hundred fifty-one (166,159,451) shares without nominal value (each a **Share** and together the **Shares**).”.*

**04 CANCELLATION OF THE EXISTING AUTHORISED CAPITAL OF THE COMPANY**

The Management Board and the Supervisory Board propose that the Meeting approves the cancellation of the existing authorised capital of the Company (the **Cancellation of the Authorised Capital**), and to consequently delete article 5.5 of the Articles.

The Management Board and the Supervisory Board propose that the Meeting approves that the Cancellation of the Authorised Capital shall be conditional to, and effective as of, the effectiveness of the Capital Measures.

If and to the extent approved and subject to the satisfaction of the Condition Precedent, a Luxembourg notary shall enact in the Acknowledgment Deed the deletion of article 5.5 of the Articles.

#### **05 GRANTING OF POWER OF ATTORNEY TO RECORD THE SATISFACTION OF THE CONDITION PRECEDENT**

The Management Board and the Supervisory Board propose that the Meeting grants power of attorney to (i) any lawyer or employee of the law firm Allen & Overy, *société en commandite simple*, all with professional address at 5, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, (ii) any employee of the notarial office of Maître Dirk Leermakers, residing in Clervaux, Grand Duchy of Luxembourg, or (iii) any employee of any other notarial office in the Grand Duchy of Luxembourg, each one of them acting individually, with full power of substitution, as its true and lawful agent and attorney-in-fact, in order to represent each of the shareholders of the Company before Maître Dirk Leermakers or any other Luxembourg notary public in order to acknowledge and record the confirmation of the satisfaction of the Condition Precedent in the Acknowledgment Deed and, as a consequence, to record the effectiveness of the Capital Measures and the Cancellation of the Authorised Capital as of the date of the Acknowledgment Deed.

#### **06 CONFIRMATION AND APPOINTMENT OF DR. SVEN-MARIAN BERNEBURG AS MEMBER OF THE SUPERVISORY BOARD**

The Management Board and the Supervisory Board propose that the Meeting (i) confirms the appointment by co-optation of Dr. Sven-Marian Berneburg as member of the Supervisory Board, with effect as of 3 December 2022 and (ii) appoints Dr. Sven-Marian Berneburg as member of the Supervisory Board, for a term of office ending after the annual general meeting of the Company which will be held in 2026.

The Management Board and the Supervisory Board further propose that the Meeting recommends that Dr. Sven-Marian Berneburg shall continue to act as chairman of the Supervisory Board.

Further information about the proposed candidate is available on the homepage at [www.corestate-capital.com](http://www.corestate-capital.com) under “Shareholders” and “General Meeting” and will be available for inspection during the Meeting.

#### **07 CONFIRMATION AND APPOINTMENT OF DR. CARLOS MACK AS MEMBER OF THE SUPERVISORY BOARD**

The Management Board and the Supervisory Board propose that the Meeting (i) confirms the appointment by co-optation of Dr. Carlos Mack as member of the Supervisory Board, with effect as of 4 May 2023 and (ii) appoints Dr. Carlos Mack as member of the Supervisory Board for a term of office ending after the annual general meeting of the Company which will be held in 2026.

Further information about the proposed candidate is available on the homepage at [www.corestate-capital.com](http://www.corestate-capital.com) under “Shareholders” and “General Meeting” and will be available for inspection during the Meeting.

**08 APPROVAL OF THE CONTINUATION OF THE ACTIVITIES OF THE COMPANY DESPITE THE LOSSES OF THE COMPANY, IN ACCORDANCE WITH ARTICLE 480-2 OF THE COMPANIES ACT**

The Management Board and the Supervisory Board propose that the Meeting acknowledges the report of the Management Board prepared in accordance with article 480-2 of the Companies Act, in relation to the losses of the Company resulting in the net assets of the Company falling below one quarter (1/4) of the Company’s share capital, setting forth the causes of this situation (the **480-2 Report**) and its proposal in that respect to approve the continuation of the activities of the Company.

The Management Board and the Supervisory Board propose to the Meeting to approve the continuation of the activities of the Company despite the losses of the Company, in accordance with article 480-2 of the Companies Act.

The 480-2 Report is available on the homepage at [www.corestate-capital.com](http://www.corestate-capital.com) under “Shareholders” and “General Meeting”.

**III. Total amount of shares**

On the date of the convening of the Meeting, the Company’s subscribed share capital equals EUR 2,564,671.50, represented by 34,195,615 shares without nominal value, all of which are fully paid up. Each share carries one vote. The total number of voting rights is therefore 34,195,615.

**IV. Available information and documentation**

The following information is available on the Company’s website under [www.corestate-capital.com](http://www.corestate-capital.com) under “Shareholders” and “General Meeting” and at the Company’s registered office in Luxembourg, as of the day of the publication of this convening notice:

- (i) full text of any document to be made available by the Company at the Meeting, including draft resolutions in relation to the above agenda items to be adopted at the Meeting and related documents (i.e. the 420-26(5) Report and the 480-2 Report);
- (ii) this convening notice;
- (iii) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice;
- (iv) the Proxy Form as further mentioned below;
- (v) the Correspondence Voting Form as further mentioned below; and
- (vi) the Record Date Attestation as further mentioned below.

**V. Participation**

On or before the Record Date (as defined below), each shareholder shall indicate to the Company his/her/its intention to participate at the Meeting. Shareholders having indicated to the Company his/her/its intention to participate at the First Meeting will be automatically considered as intending to participate at the Meeting, provided the relevant shareholder is still eligible to vote at the Meeting and produces to the Company a Record Date Attestation and has not indicated to the Company that he/she/it has no longer the intention to participate at the Meeting.

The participation at the Meeting and the exercise of voting rights attached to the shares held by a shareholder is determined in relation to the number of shares held by each shareholder at 11:59 p.m. (CEST) on the 14th day prior to the Meeting (30 June 2023) (the **Record Date**). Shareholders must produce an attestation from their depository bank stating the number of shares held by the shareholder on the Record Date in order to be permitted to exercise their rights at the Meeting (the **Record Date Attestation**).

The Record Date Attestation must be received (by post or e-mail) by the Company on 8 July 2023 at 11:59 p.m. (CEST) at the latest at the following address:

Corestate Capital Holding S.A.  
c/o Better Orange IR & HV AG  
Haidelweg 48, 81241 Munich  
Germany  
[corestate@better-orange.de](mailto:corestate@better-orange.de)

Record Date Attestations are available on the Company's website under [www.corestate-capital.com](http://www.corestate-capital.com) under "Shareholders" and "General Meeting".

By sending a Record Date Attestation, the relevant shareholder shall have confirmed his/her/its intention to participate at the Meeting and no separate declaration will be required in that respect.

Proxy Forms or Correspondence Voting Forms submitted for the First Meeting will be automatically counted at the Meeting, as long as the relevant shareholder is still eligible to vote at the Meeting and produces to the Company a Record Date Attestation and has not validly submitted another Proxy Form or Correspondence Voting Form, as applicable, for the Meeting in accordance with the instructions set out below. If the number of shares held by the shareholder has decreased, votes will only be counted for the amount held on the Record Date.

If a shareholder submitted a Proxy Form or Correspondence Voting Form, as applicable, for the First Meeting and such shareholder wished to change its vote, the relevant shareholder may cast a new vote in accordance with the instructions below. The latest Proxy Form or Correspondence Voting Form, as applicable, submitted to the Company shall prevail.

<p><b>Any shareholder that fails to duly and timely (i) inform the Company of its intention to participate at the Meeting, or (ii) deliver a duly completed Proxy Form, or (iii) provide a Record Date Attestation, will not be able to participate and vote at the Meeting.</b></p>
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## VI. Representation

Shareholders may appoint a proxy holder in writing (the **Proxy Form**), who does not need to be a shareholder of the Company, to attend the Meeting on their behalf. In order for the Proxy Form to take effect, the Company must be provided with an attestation by the depository bank relating to the shareholder and proving his status as shareholder.

The duly completed and signed Proxy Form must be received (by post or e-mail) by the Company on 8 July 2023 at 11:59 p.m. (CEST) at the latest.

Exercise of voting rights of shares in connection with Proxy Forms received after such date will not be possible.

Proxy Forms are available on the Company's website under [www.corestate-capital.com](http://www.corestate-capital.com) under "Shareholders" and "General Meeting".

## **VII. Vote by correspondence**

Shareholders may also vote by correspondence (the **Correspondence Voting Form**). Please note that such Correspondence Voting Form must be fully completed, signed and sent back to the Company in **two originals**. Correspondence Voting Forms which do not specify how a vote shall be counted or if the vote is retained, are void (*nul*). Correspondence Voting Forms must in any event include an attestation from the depository bank stating the number of shares held by the shareholder on the Record Date as attachment.

The duly completed and signed Correspondence Voting Forms must be received (by post or e-mail) by the Company on 8 July 2023 at 11:59 p.m. (CEST) at the latest.

Exercise of voting rights of shares in connection with Correspondence Voting Forms received after such date will not be possible.

Correspondence Voting Forms are available on the Company's website under [www.corestate-capital.com](http://www.corestate-capital.com) under "Shareholders" and "General Meeting".

## **VIII. Ability to ask questions before the Meeting**

Shareholders' questions in relation with the agenda must be sent (by post or e-mail) to the contact information mentioned under Section V (Participation) above and received by the Company on 8 July 2023 at 11:59 p.m. (CEST) at the latest. A Record Date Attestation must be attached to such questions to allow the Company to proceed with a satisfactory identification of the relevant shareholder.

The answers to these questions will be provided during the Meeting.

## **IX. Additional important information for shareholders**

Shareholders are hereby informed that exercise of voting rights is exclusively reserved to such persons that were shareholders on the Record Date (or their duly appointed proxyholders). Transfer of shares after the Record Date is possible subject to usual transfer limitations, as applicable. However, any transferee having become owner of the shares after the Record Date has no right to vote at the Meeting.

If you have questions regarding the Meeting feel free to call our Meeting-hotline +49 89 8896906 610 or send us an e-mail at [corestate@better-orange.de](mailto:corestate@better-orange.de) (hotline available from 9 a.m. to 5 p.m. CEST except on bank holidays in Luxembourg or Germany).

**X. Data Protection Notice**

Since the European Data Protection Act came into effect, data protection laws and regulations apply throughout Europe from 25 May 2018 onwards.

The protection of your data and the legally compliant processing of your data have a high priority for us. In our data protection notice for shareholders, we have summarized all information regarding the processing of personal data of our shareholders in a clear and structured way.

The data protection notice for shareholders can be retrieved and is available for viewing and downloading on the Company's website under [www.corestate-capital.com](http://www.corestate-capital.com) under "Shareholders" and "General Meeting".

The direct link is: <https://corestate-capital.com/data-protection-agm-2022.pdf>

Corestate Capital Holding S.A.  
The Management Board